

**EXHIBIT A**

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179  
Douglas P. Bartner (DB-2301)  
Michael H. Torkin (MT-5511)  
Bryan R. Kaplan (BK-2627)

## Attorneys for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:** *ONEIDA LTD., et al.,<sup>1</sup>* **Debtors.** *X* . . . . .  
**Chapter 11**  
**Case No. 06 – 10489 (ALG)**  
**(Jointly Administered)**

**NOTICE TO FILING AND RECORDING OFFICERS  
OF ENTRY AND TERMS OF CONFIRMING ORDER**

**TO ALL FILING AND RECORDING OFFICERS:**

**PLEASE TAKE NOTICE** that on August \_\_, 2006, an order (Docket No. \_\_) (the “Confirmation Order”) confirming the Debtors’ First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 329) (as confirmed by the Confirmation Order and as may be amended in accordance with the provisions thereof, the “Plan”),<sup>2</sup> signed by the Honorable Allan L. Gropper, United States Bankruptcy Judge, was entered and duly docketed in the above-captioned cases by the Office of the Clerk of the United States Bankruptcy Court for the Southern District of New York.

<sup>1</sup> In addition to Oneida Ltd., the following entities are debtors in these related cases: Sakura, Inc.; Buffalo China, Inc.; Delco International, Ltd.; Kenwood Silver Company, Inc.; Oneida Food Service, Inc.; Oneida International Inc.; Oneida Silversmiths Inc.; and THC Systems, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE** that paragraph 42 of the Confirmation Order provides as follows:

42. Exemption from Certain Transfer Taxes. Pursuant to section 1146 of the Bankruptcy Code: (i) the issuance, transfer or exchange of any securities, instruments or documents; (ii) the creation of any other Lien; (iii) the making or assignment of any lease or sublease or the making or delivery of any deed or other instrument of transfer under, pursuant to, in furtherance of, or in connection with the Plan, including, without limitation, any deeds, bills of sale, mortgages or assignments executed in connection with any of the transactions contemplated under the Plan or the reinvesting, transfer or sale of any real or personal property of the Debtors pursuant to, in implementation of, or as contemplated in the Plan, including, without limitation, (a) the sale of (i) the property more fully described in that certain Agreement made and entered into as of February 28, 2006 by and between Oneida Ltd. and the City of Sherrill, and (ii) the 17.612 acre parcel known as Lot#2 of the Oneida Knife Plant property located on Kenwood Road in the City of Sherrill and Town of Vernon, New York and (b) the granting of a security interest in or lien upon any real property in connection with the consummation of the Exit Facility; and (iv) the issuance, renewal, modification or securing of indebtedness by such means, and the making, delivery or recording of any deed or other instrument of transfer under, in furtherance of, or in connection with, the Plan, including, without limitation, this Confirmation Order, shall not be subject to any document recording tax, stamp tax, conveyance fee or other similar tax, mortgage tax, real estate transfer tax, mortgage recording tax or other similar tax or governmental assessment. Consistent with the foregoing, each recorder of deeds or similar official for any county, city or governmental unit in which any instrument hereunder is to be recorded shall, pursuant to this Confirmation Order, be ordered and directed to accept such instrument without requiring the payment of any document recording tax, stamp tax, conveyance fee or other similar tax, mortgage tax, real estate transfer tax, mortgage recording tax or other similar tax or governmental assessment. The Reorganized Debtors and the Exit Facility Agent are authorized to serve upon all filing and recording officers a notice, substantially in the form annexed hereto as Exhibit A, in connection with the filing and recording of any instrument hereunder in accordance with the Plan, to evidence and implement the provisions of this paragraph. This Court retains jurisdiction to enforce the foregoing authorization.

**PLEASE TAKE FURTHER NOTICE** that presentation of this Notice by (i) the Reorganized Debtors or the agent lenders under the Exit Facility and (ii) any agent or representative of the foregoing, of any of the documents described in paragraph 42 of the Confirmation Order constitutes a certificate by such person that such document is entitled to be filed or recorded in accordance with paragraph 42 of the Confirmation Order without payment of any recording tax, stamp tax, transfer tax or any other similar tax imposed by the federal, state or local law.

Dated: New York, New York  
\_\_\_\_\_, 2006

---

HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179  
Douglas P. Bartner (DB-2301)  
Michael H. Torkin (MT-5511)  
Bryan R. Kaplan (BK-2627)

## Attorneys for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:** **ONEIDA LTD., et al.,<sup>1</sup>** **Debtors.** **X**  
.....  
**Chapter 11**  
**Case No. 06 – 10489 (ALG)**  
**(Jointly Administered)**  
.....  
**X**

**NOTICE OF ENTRY OF ORDER CONFIRMING THE DEBTORS'  
FIRST AMENDED JOINT PRENEGOTIATED PLAN OF REORGANIZATION  
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that on August \_\_, 2006, an order (Docket No. \_\_) (the “Confirmation Order”) confirming the Debtors’ First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 329) (as confirmed by the Confirmation Order and as may be amended in accordance with the provisions thereof, the “Plan”),<sup>2</sup> signed by the Honorable Allan L. Gropper, United States Bankruptcy Judge, was entered and duly docketed by the Office of the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) in the above-captioned cases. The Plan and the Confirmation Order are on file with the Clerk of the Bankruptcy Court and may be inspected during normal business hours at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004-1408. Copies of the Plan and the Confirmation Order also may be obtained from the Bankruptcy Court’s official website

<sup>1</sup> In addition to Oneida Ltd., the following entities are debtors in these related cases: Sakura, Inc.; Buffalo China, Inc.; Delco International, Ltd.; Kenwood Silver Company, Inc.; Oneida Food Service, Inc.; Oneida International Inc.; Oneida Silversmiths Inc.; and THC Systems, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Plan.

(<http://pacer.psc.uscourts.gov>), the Debtors' bankruptcy information website (<http://www.kccllc.net/oneida>), or by contacting Alison Tearnen, 12910 Culver Blvd., Suite I, Los Angeles, CA 90066, 888-249-2797 (toll free), ATearnen@kccllc.com.

**PLEASE TAKE FURTHER NOTICE** that, immediately prior to the Effective Date, all executory contracts or unexpired leases of the Debtors will be deemed assumed in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code except those executory contracts and unexpired leases that (i) have been rejected by order of the Bankruptcy Court, (ii) are the subject of a motion to reject pending on the Effective Date, (iii) are identified on a list to be filed with the Bankruptcy Court on or before the Confirmation Date as to be rejected or (iv) are rejected pursuant to the terms of the Plan. Entry of the Confirmation Order by the Bankruptcy Court constitutes approval of such assumptions and rejections pursuant to sections 365(a) and 1123 of the Bankruptcy Code. Each executory contract and unexpired lease assumed pursuant to Article VI of the Plan shall vest in and be fully enforceable in accordance with its terms by the respective Reorganized Debtor, except as modified by the provisions of the Plan, any order of the Bankruptcy Court authorizing and providing for its assumption or applicable federal law.

**PLEASE TAKE FURTHER NOTICE** that all proofs of claim with respect to Claims arising from the rejection of executory contracts or unexpired leases, if any, must be filed with the Bankruptcy Court within thirty days after ~~the date of entry of the Confirmation Order service by the Debtors of a copy of the Confirmation Order and a notice specifying the rejected contract or contracts and the deadline for filing proofs of claim~~. Any Claims arising from the rejection of an executory contract or unexpired lease for which proofs of claim are not filed within such time will be forever barred from assertion against the Debtors or Reorganized Debtors, their Estates and property unless otherwise ordered by the Bankruptcy Court. All Allowed Claims arising from rejection of executory contracts or unexpired leases for which proofs of claim have been timely filed will be, and will be treated as, Allowed General Unsecured Claims subject to the provisions of Article III of the Plan, and subject to any limitation on allowance of such Claims under section 502(b) of the Bankruptcy Code or otherwise.

**PLEASE TAKE FURTHER NOTICE** that all final applications for Professional Fees for services rendered in connection with the Chapter 11 Cases prior to the Confirmation Date must be filed with the Bankruptcy Court not later than sixty days after the Effective Date.

Dated: New York, New York  
\_\_\_\_\_, 2006

By: \_\_\_\_\_  
Douglas P. Bartner (DB-2301)  
Michael H. Torkin (MT-5511)  
Bryan R. Kaplan (BK-2627)

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179  
Attorneys for the Debtors and  
Debtors in Possession

**EXHIBIT C**

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179  
Douglas P. Bartner (DB-2301)  
Michael H. Torkin (MT-5511)  
Bryan R. Kaplan (BK-2627)

## Attorneys for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:** **ONEIDA LTD., et al.,<sup>1</sup>** **Debtors.** **X**  
.....  
**Chapter 11**  
**Case No. 06 – 10489 (ALG)**  
**(Jointly Administered)**  
.....  
**X**

**NOTICE OF EFFECTIVE DATE OF DEBTORS' FIRST AMENDED  
JOINT PRENEGOTIATED PLAN OF REORGANIZATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that in accordance with the Findings of Fact, Conclusions of Law and Order Under Section 1129 of the Bankruptcy Code and Rule 3020 of the Bankruptcy Rules Confirming Debtors' First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. \_\_) (the "Confirmation Order"), and pursuant to Section 9.2 of the First Amended Joint Prenegotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 329) (as confirmed by the Confirmation Order and as may be amended in accordance with the provisions thereof, the "Plan"),<sup>2</sup> notice is hereby given that (i) all conditions precedent to the Effective Date of the Plan have been satisfied or waived and (ii) the Effective Date is and shall be \_\_\_\_\_, 2006. The Plan and the Confirmation Order are on file with the Clerk of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") and may be inspected during normal business hours at the Office

<sup>1</sup> In addition to Oneida Ltd., the following entities are debtors in these related cases: Sakura, Inc.; Buffalo China, Inc.; Delco International, Ltd.; Kenwood Silver Company, Inc.; Oneida Food Service, Inc.; Oneida International Inc.; Oneida Silversmiths Inc.; and THC Systems, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Plan.

of the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004-1408. Copies of the Plan and the Confirmation Order also may be obtained from the Bankruptcy Court's official website (<http://pacer.psc.uscourts.gov>), the Debtors' bankruptcy information website (<http://www.kccllc.net/oneida>), or by contacting Alison Tearnen, 12910 Culver Blvd., Suite I, Los Angeles, CA 90066, 888-249-2797 (toll free), ATearnen@kccllc.com.

**PLEASE TAKE FURTHER NOTICE** that, immediately prior to the Effective Date, all executory contracts or unexpired leases of the Debtors will be deemed assumed in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code except those executory contracts and unexpired leases that (i) have been rejected by order of the Bankruptcy Court, (ii) are the subject of a motion to reject pending on the Effective Date, (iii) are identified on a list to be filed with the Bankruptcy Court on or before the Confirmation Date as to be rejected or (iv) are rejected pursuant to the terms of the Plan. Entry of the Confirmation Order by the Bankruptcy Court constitutes approval of such assumptions and rejections pursuant to sections 365(a) and 1123 of the Bankruptcy Code. Each executory contract and unexpired lease assumed pursuant to Article VI of the Plan shall vest in and be fully enforceable in accordance with its terms by the respective Reorganized Debtor, except as modified by the provisions of the Plan, any order of the Bankruptcy Court authorizing and providing for its assumption or applicable federal law.

**PLEASE TAKE FURTHER NOTICE** that all proofs of claim with respect to Claims arising from the rejection of executory contracts or unexpired leases, if any, must be filed with the Bankruptcy Court within thirty days after ~~the date of entry of the Confirmation Order service by the Debtors of a copy of the Confirmation Order and a notice specifying the rejected contract or contracts and the deadline for filing proofs of claim~~. Any Claims arising from the rejection of an executory contract or unexpired lease for which proofs of claim are not filed within such time will be forever barred from assertion against the Debtors or Reorganized Debtors, their Estates and property unless otherwise ordered by the Bankruptcy Court. All Allowed Claims arising from rejection of executory contracts or unexpired leases for which proofs of claim have been timely filed will be, and will be treated as, Allowed General Unsecured Claims subject to the provisions of Article III of the Plan, and subject to any limitation on allowance of such Claims under section 502(b) of the Bankruptcy Code or otherwise.

**PLEASE TAKE FURTHER NOTICE** that all final applications for Professional Fees for services rendered in connection with the Chapter 11 Cases prior to the Confirmation Date must be filed with the Bankruptcy Court not later than sixty days after the Effective Date.

Dated: New York, New York  
\_\_\_\_\_, 2006

By: \_\_\_\_\_  
Douglas P. Bartner (DB-2301)  
Michael H. Torkin (MT-5511)  
Bryan R. Kaplan (BK-2627)

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179

Attorneys for the Debtors and  
Debtors in Possession